

VOTE BY CORRESPONDENCE

The undersigned

First name
Family name
Address

or

Corporate name
Form of corporation
Registered office
 hereby represented by

.....
 (family name, first name, title of the proxy holder) whom declares and certifies to the S.A. D'Ieteren N.V. to have the necessary power of attorney to sign this form on behalf of the shareholder

owner on the **record date of Thursday May 14, 2015 at midnight (Belgian time)**, of.....
 ordinary shares, in registered form / held with(name of the financial institution) (*), of S.A. D'Ieteren N.V., with registered office located at 1050 Brussels, rue du Mail 50, Company Register Brussels 0403448140 and with which he/she hereby declares to vote

votes as selected below with respect to the items on the agenda of the **Ordinary General Meeting** of the company which will take place on **Thursday May 28, 2015, at 3:00 pm** at the company's registered office.

ORDINARY GENERAL MEETING()**

Point 1 [This item does not require a vote]	Point 2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 3 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 4.1. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 4.2. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 5.1. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 5.2. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Point 5.3. <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Point 6 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain			

(*) Please delete the unnecessary (**) Please indicate your vote by ticking the appropriate box

This original form of vote by correspondence, **duly filled in and signed**, must be addressed to **Euroclear Belgium, Issuer Services**, at the following address: 1, Bd du Roi Albert II, 1210 (Belgium), on **Friday 22 May, 2015, at 4:00 pm at the latest**.

In addition, the owners of dematerialized shares must send to Euroclear Belgium, at the addresses mentioned above and within the same timeframe, a certificate set out by their agreed account holder or clearing institution, attesting the number of dematerialised shares held in the shareholder's name in their books at the registration date with which he/she has here above declared to vote.

This vote by correspondence is irrevocable. It remains valid (a) for the following General Meetings which would be held with the same agenda and (b) for the items on this agenda, if this agenda is completed in accordance with Article 533^{ter} of the Company Code and published after the date at which the shareholder has sent the present form to the above mentioned address. Shareholders who vote by correspondence may attend the Meetings but will not be permitted to vote in person or by proxy.

Access cards will not be delivered.

The company reserves the right to refuse documents which are not filled out properly or which are not complete.

Made in, on 2015.

Family name:

First name:

Signature:

Enclosed: Agenda of the Ordinary General Meeting of May 28, 2015

ORDINARY GENERAL MEETING

- 1. Directors' and auditor's reports on the annual and consolidated accounts for fiscal year 2014. Communication of the consolidated accounts for financial year 2014.**
- 2. Approval of the annual accounts and appropriation of the result as at December 31, 2014.**
Proposal to approve the annual accounts and the appropriation of the result as at 31 December 2014.
- 3. Remuneration Report 2014.**
Proposal to approve the Remuneration Report included in the Corporate Governance Statement of the Annual Report 2014.
- 4. Discharge to the Directors and to the statutory auditor.**
Proposal to give discharge through separate voting:
 - 4.1. to the Directors;
 - 4.2. to the statutory auditor KPMG Réviseurs d'entreprise scrl, represented by Mr. Alexis Palm; for carrying out their functions in 2014.
- 5. Renewal of directorships and independent directorship.**
Proposal to renew the directorships of:
 - 5.1. Mr Nicolas D'Ieteren;
 - 5.2. Mr Olivier Périer;
 - 5.3. Ms Michèle Sioen, as independent Director in the meaning of article 526ter of the Company Code and of the Company's Corporate Governance Charter for a period of 4 years expiring at the end of the Ordinary General Meeting of 2019.
- 6. Acknowledgment of the loss of value and subsequent cancellation of the VVPR strips**
Proposal to cancel the 11,552,410 VVPR strips (former ISIN codes BE0005514824 and BE0005642161) issued by the company in 1994 pursuant to the acknowledgment of their loss of value resulting from the cancellation of the associated tax benefit by the law of December 27, 2012, and from the expiry of the 3-year period to claim this benefit.